

Part 2A of Form ADV: Firm Brochure



Item 1: Cover Page

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THIS BROCHURE PROVIDES INFORMATION ABOUT THE QUALIFICATIONS AND BUSINESS PRACTICES OF FIELDHOUSE CAPITAL MANAGEMENT INC.(THE “COMPANY”). IF YOU HAVE ANY QUESTIONS ABOUT THE CONTENTS OF THIS BROCHURE, PLEASE CONTACT US AT 778.373.4100 EXT. 4126. THE INFORMATION IN THIS BROCHURE HAS NOT BEEN APPROVED OR VERIFIED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE “COMMISSION”) OR BY ANY STATE SECURITIES AUTHORITY.

Additional information about Fieldhouse Capital Management Inc. is available on the SEC website at www.adviserinfo.sec.gov.

Any reference in this Brochure to “registered investment advisor” or being “registered” does not imply a certain level of skill or training.

Each investment advisory client will be given a copy of this Part II of Form ADV, Firm Brochure. Any information contained in this Brochure is intended solely for the use of the intended client. If you are not the intended recipient of this Brochure, you are hereby notified that you received this in error, and that the taking of any action in reliance on this Brochure is expressly prohibited. Management does not represent that this information is complete or accurate, and it should not be relied upon as such. This document is not a solicitation for the sale of securities.

Clients are under no obligation to act on any of the recommendations of the Company or its investment advisor representatives (“IAR(s)”). If you elect to act on any of our recommendations, you are under no obligation to effect any transaction through us or any other party introduced by us.

February 28, 2015

Item 2: Material Changes

The U.S. Securities and Exchange Commission issued a final rule in July 2010 requiring advisers to provide a Firm Brochure in narrative “plain English” format. The new final rule specifies mandatory sections and organization.

Our office is located in Vancouver, Canada. At this time, we have one qualified advisor in the office. The Advisor bio is presented in a separate *Brochure Supplement*.

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Disclosure Regarding Forward-Looking Statements

This Brochure contains “forward-looking statements,” which are subject to a number of risks and uncertainties, many of which are beyond our control. Forward-looking statements are typically identified by the words “believe,” “expect,” “anticipate,” “intend,” “estimate” and similar expressions. Although management believes that the plans, intentions and expectations reflected in or suggested by such forward-looking statements are reasonable, we cannot assure you that such plans, intentions or expectations will be achieved.

All forward-looking statements are expressly qualified in their entirety by these cautionary statements. If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, actual results may vary materially from those expected. Given these uncertainties, users of the information included in this Brochure, including clients and prospective clients, are cautioned not to place undue reliance on such forward-looking statements. In light of these risks and uncertainties, there can be no assurance that the results and events contemplated by the forward-looking information will in fact occur. We do not undertake any obligation to update or revise or otherwise notify you of any changes of forward-looking statements. All subsequent written or oral forward-looking statements are expressly qualified in their entirety by these factors.

This Brochure does not constitute an offer to sell or a solicitation of an offer to buy any security. Any such offer or solicitation can only be made when preceded or accompanied by a current offering memorandum which complies with all applicable laws. Investments involve various risk factors, conflicts of interest and compensation to advisors. Past performance is not indicative of future results.

Neither the Securities and Exchange Commission nor any state securities administrator has passed on or endorsed the merits of this Brochure. Any misrepresentation to the contrary is unlawful.

IRS Circular 230 Disclosure

Any statements contained herein as to tax matters were neither written nor intended by the Company to be used and cannot be used by any taxpayer for the purpose of avoiding tax penalties that may be imposed on such taxpayer. If any person uses or refers to any such tax statement in promoting, marketing or recommending a partnership or other entity, investment plan or arrangement to any taxpayer, then the statement expressed above is being delivered to support the promotion or marketing of the transaction or matter addressed, and you should seek advice on your particular circumstances from an independent tax advisor.

U.S. Patriot Act Disclosure

The Company hereby notifies you that pursuant to the requirements of the USA Patriot Act (Title III of Pub. L. 107-56 [signed into law October 26, 2001]) (the "Act") and other applicable laws, rules and regulations, we may be required to obtain, verify and record information that identifies you. Such information includes your name and address and other information that will allow us to identify you in accordance with the Act and such other laws, rules and regulations.

Item 4: Advisory Business

The Company is a Canadian Federally Limited Liability Incorporated Company with an extra provincial registrations in British Columbia, Alberta, Ontario, Manitoba and Saskatchewan in 2007. It is registered under the Investment Advisors Act of 1940, as amended, with the Commission. We offer investment advisory, management, supervisory and consulting services to institutional and retail clients for fees.

The principal owners of the Company are as follows:

| | |
|--------------------|---------|
| Alyra Jewelry Ltd. | 50.10% |
| Nick Laxton | 12.475% |
| Hoffar Holdings | 9.98% |
| John Newell | 7.485% |
| Ramona Vorberg | 19.96% |

The officers of the Company are as follows:

William Douglas Sereda, Director CEO & CCO
Mark Redcliffe, Director
Nick Laxton, Director, President
Janet Hoffar, Director, CFO
John Newell, Director, Secretary

Mr. Sereda is a Portfolio Manager and founder of the Company and has served as an investment advisor and registered representative of a broker-dealer for the past 25 years. Mr. Sereda has a Fellow of the Canadian Securities Institute designation.

Mr. Redcliffe is a founder and President of Jordan Capital Markets Inc. a Canadian Broker Dealer registered with IIROC in Canada.

Mr. Laxton is a principal owner, president and portfolio manager. Mr. Laxton has held a variety of senior management roles for some of the world's largest asset managers, investment banks and hedge funds. He has successfully managed institutional and high net worth client accounts for over 15 years with a focus on a systematic approach to investment in global futures markets. Prior to joining the UK investment industry Nick gained a Ph.D. in Physics from Imperial College, London UK, which is consistently ranked as a world top ten academic institution.

Mr. Newell has been a registered representative for the past 35 years, and has held a variety of management roles for Canada's largest brokerage firms. He has successfully managed portfolios for institutions, trusts and high net worth individuals during his career. Mr. Newell has completed the Senior Officers and Directors exam, and brings extensive sales experience to Fieldhouse Capital Management Inc.

Mrs. Janet Hoffar has held a number of senior management positions over the past 15 years in addition to running her own financial consulting firm. As CFO and partner, Mrs. Hoffar brings extensive operational experience to Fieldhouse Capital Management Inc.

The Company and its IAR(s) offer advice on various types of investments including, but not limited to, the following:

- Equity Securities – stocks, warrants
- Debt Securities – government, agency, corporate, municipal
- Hybrids – preferred, convertibles
- Investment companies – mutual funds, exchange –traded funds
- Options - equity
- Futures – rates, currencies
- Alternatives – hedge funds, real estate, minerals
- Illiquid assets – credit instruments, tangible assets

We advise with respect to exchange traded, OTC and foreign securities and derivatives.

We enter into a written investment management agreement with each client which describes the services to be performed and our fees. As part of the written agreement, you, the client, specify in a written investment policy the investments we are permitted to make on your behalf. Your investment policy is designed to meet your unique needs and suitability requirements. In the investment policy, you may impose restrictions on investing in certain types of securities. Either party may terminate the investment management agreement upon 30 days prior written notice to the other party. In such case, our fees will be paid pro rata through the termination date and we are entitled to be reimbursed all out-of pocket expenses.

As of February 28, 2015, the amount of client assets managed by the Company was approximately:

Discretionary: \$4,000,000

Non-Discretionary: \$2,000,000

Total = \$6,000,000

Item 5. Fees and Compensation

The Company executes a written investment management agreement with each of its clients. All of our fees are negotiable and once agreed are set forth in the client investment management agreement. We do not have a fee standard schedule because each client is free to negotiate its own fees with us.

Types of Fees and Compensation

While we may agree with a client on any number of fee structures, the most common fee structures are as follows:

- Institutional clients – incentive fees based on realized returns as determined under generally accepted accounting principles (“GAAP”). These fees may range from 5% - 25%. The measurement date for this type of fee is generally the last day of each calendar quarter.
- Retail clients – a percentage of assets under management, which is typically 1.0% - 2% of your portfolio balance at the end of prior quarter or any portion thereof (pro-rata for actual time services are provided). These fees are charged quarterly in arrears.
- Retail & Institutional Clients – Trading transaction fees as commission overrides may be charged in addition to any combination of fixed management fees and or incentive fees.
- Consulting clients - \$350 per hour with a minimum retainer of \$5,000. These fees are billed monthly and due upon receipt of an invoice.
- Investment advisor representatives (“IAR(s)”), with the prior written consent of the Company, may recommend that any suitable client invest in one or more alternative investment such as private investment pools or “hedge funds”. In the case of a third party, the issuer of alternative investments often pays finder fees or commissions to those who introduce clients that actually invest. These fees or commissions may be paid upon initial investment, typically ranging from 1%-7% depending on the issuer, or in the form of a carried interest in the pools or funds ranging from 1% - 30% of net income, as defined by the issuer. If the Company receives this type of compensation with respect to a retail client, it waives that client’s fees which are based on a percentage of assets under management. This practice may present a conflict of interest, we will discuss with you in advance, and give the Company or its IAR(s) an incentive to recommend investment products based on compensation received, rather than on a your needs.

Payment Method

At the end of each quarter, we invoice you for the fees due. Invoices are prepared by our controller and sent to you with a copy to the qualified custodian. When you become our client, you will give the qualified custodian written instructions to deduct from your account the amount of the fee and credit our account with the custodian in the amount of the fees. Fees are billed quarterly in arrears. We do not charge fees in advance. Fees are non-refundable.

Other Fees and Expenses

You may pay other fees and expenses such as custodian fees (account servicing fees, commission on trades, transaction costs, wire fees, etc.). See Item 12 below for more details of brokerage fees.

As part of our investment advice, we may recommend or select mutual funds for you. In addition to our fees, mutual funds may charge you various management and other fees for investments.

You have the option to purchase investment products that our IAR(s) recommend through other brokers or agents that are not affiliated with the Company.

Item 6. Performance-Based Fees and Side-By-Side Management

As mentioned in Item 5 above, the Company accepts performance-based fees, that is, fees based on a share of capital gains, on capital appreciation of the assets or profits of a client (such as a client that is a hedge fund or other pooled investment vehicle).

We manage both accounts that are charged a performance-based fees and accounts that are charged another type of fee, such as a percentage of assets under management, an hourly fee or commission overrides. However, retail clients are typically charged a combination of the fee types.

The Company and its IAR(s) may face conflicts of interest by managing these accounts at the same time, including that an IAR may have an incentive to favor accounts for which it or the Company receives a performance-based fee. In such situation, we intend to discuss these conflicts (actual or perceived) upfront with you.

While we seek to avoid conflicts of interest with our clients, conflicts exist. We address these conflicts through disclosures so you can make an informed decision as to whether to become or continue as a client of the Company. For example, an IAR may recommend that a suitable client invest in one of the Extensor Capital companies which the Company also serves as investment advisor and receives fees from Extensor Capital. Information regarding fees would be disclosed to you prior to any investment.

Item 7. Types of Clients

We offer services to accredited investors and qualified purchasers as defined by the federal securities laws. These may include the following types of clients:

- High net worth individuals and family offices
- Operating businesses
- Private investment companies
- Small to mid-sized banks and credit unions
- Trusts
- Non-profit entities
- Non U.S. citizens

The minimum account size of any retail client is negotiable.

For retail clients, accounts must be held at a qualified custodian designated for retail clients. The respective custodian has its own account opening, maintenance and compliance requirements. Each account must be approved by the respective custodian.

For institutional clients, the Company may be retained as an investment manager over a client account at a financial institution which the Company may or may not have an existing relationship. The minimum account size for institutional clients is negotiable.

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

In formulating investment advice or managing assets, we use technical and fundamental analysis. The Company also uses proprietary methods developed by its founder. Analysis has risk of human error.

The sources of information we use are primarily:

- Financial news
Research materials published by others (accounting firms, law firms, other advisory companies, broker dealers, government economic data.
- Reports filed by issuers with the Commission
- Ratings
- News releases
- Bloomberg
- Online trade organizations
- Publications of self-regulatory agencies (SROs)
- Technical Analysis and proprietary trading tools

Investment Strategies

We use several investment strategies to implement investment advice provided to our clients, including but not limited to:

- Long term purchases (to hold more than one year)
- Short term purchases
- Trading
- Short sales
- Margin transactions
- Options writing, including spreading strategies
- Futures contracts

Each investment strategy has risk of loss and you should be prepared to bear losses. Each strategy has differing transaction costs and tax consequences. Certain investment strategies are not suitable for certain clients.

Risk of Loss

In General an investment in securities involves a substantial degree of risk which you should carefully consider before investing. These risks include, but are not limited to:

- You could lose all of your money in an investment. No investment is risk free.
- Alternative investments are speculative and often illiquid depending upon the lock-up and liquidity provisions in the investment documents, which means you may have to exit such an investment at a price less than you originally purchased. Generally, short-term lock-up and liquidity provisions limit profits.
- The issuers and obligors of securities default from time to time, which means you may lose all of your investment.
- Returns are not guaranteed and you may not receive any returns at all.
- Performance is volatile and dependent upon services of the asset and fund managers.
- The price of securities fluctuates which changes the value of your investment.
- Changes in economic conditions, regulations, tax laws, interest rates, yield curves and payment rates affect the value of your investment.
- The use of margin increases risk.

- Some investments have restrictions on transfer and redemption such as notice periods and penalties.
- Transactions in securities are subject to substantial fees and expenses, which offset profits.

High Yield Investments

An investment in high yield securities is subject to special risks which you should carefully consider. This document is not intended to be an exhaustive description of the risks involved in any individual security, but rather a general statement of the risks commonly associated with investments of this type. Information has been obtained from sources we believe to be reliable, but we cannot guarantee its accuracy or completeness.

High yield securities are securities that a nationally recognized credit rating organization, such as Standard & Poor's, Moody's or Fitch, has rated below "investment grade" or may be non-rated securities. These securities typically offer a higher yield than investment grade securities, but also present greater risks with respect to liquidity, volatility and non-payment of principal and interest. As a result of being classified as below investment grade, high yield securities present a greater degree of credit risk relative to many other fixed income securities. The following risks are associated with high yield investments:

- *Credit Risk.* An investment grade issue generally has a high capacity to pay interest and repay principal with little susceptibility to adverse changes in economic conditions. Conversely, a high yield security that is not investment grade generally has predominantly speculative characteristics with respect to the issuer's capacity to pay interest and repay principal. Therefore, there is greater risk of non-payment of interest and loss of principal. Many issuers of high yield securities have experienced substantial difficulties in servicing their obligations, which has led to defaults and restructurings. Additional risks discussed below may also increase the risk of default for an issuer of high yield securities. Due to these risks, the issuers of these securities generally have to pay a higher rate of interest than that which is available from investment grade securities.
- *Liquidity.* The markets in which high yield securities are traded are more limited than those in which investment grade securities are traded. This lack of liquidity may make it more difficult to resell these securities and obtain market quotations. In addition, the proceeds from sales prior to maturity may be more or less than principal invested due to changes in market conditions or changes in the credit quality of the issuer.
- *Call Risk.* High yield securities may be subject to call by the issuer, providing the issuer the right to redeem, fully or partially, before the scheduled maturity date of the security. In the event a security is called, you may be unable to reinvest the proceeds from such redemption, in an investment with similar return and risk characteristics. In many situations, reinvesting may occur in a lower interest rate environment when compared to the original issuance date of the high yield security that was called.
- *Interest Rate Risk.* Generally, a rise in interest rates may negatively affect the price of market-traded bonds, because bond prices tend to move counter to the direction of rates. Therefore, rising rates may cause bond prices to decline. Additionally, bonds with longer maturities may be more sensitive to such interest rate movements.
- *Volatility Risk.* The market value of high yield securities tends to be sensitive to developments involving the issuer and to changes in economic conditions. Consequently, high yield securities have greater price volatility than investment grade securities.
- *Downgrade Risk.* Downgrades in the credit rating of high yield bonds by rating agencies are generally accompanied by declines in the market value of these bonds. In some circumstances, investors in the high yield market may anticipate such downgrades as a result of these credits being placed on "credit watch" by

rating agencies, causing volatility and speculation of further credit deterioration.

- *Economic Risk.* Relates to the general vulnerability of a security due to a downturn in the economy. In difficult economic environments, high yield bonds may be more susceptible to price volatility as investors may re-evaluate holdings in lower-quality bonds in favor of investment-grade bonds. This is often referred to a “flight to quality.” The concern is often associated with the underlying credit issuer’s ability to repay interest and principal if an economic downturn negatively impacts the business.
- *Event Risk.* This includes any of a variety of events that can adversely affect the issuer of a high yield security, and therefore the issuer’s ability to meet obligations to repay principal and interest to bond holders. Event risk may pertain to the issuer specifically, the industry or business sector of the issuer, or generally upon the overall economy. For example, the issuer may have a change in management, poor earnings, or difficulty obtaining additional credit to support operations. The issuer’s industry sector may be experiencing financial difficulties due to increased competition, rising costs, or a changing regulatory environment. Lastly, there may be adverse geopolitical or global economic news such as a recession, changes in fiscal or monetary policies, or adverse market conditions having a direct or indirect impact on the issuer and their outstanding debt.

Item 9 Disciplinary Information

None

Item 10. Other Financial Industry Activities and Affiliations

Mark Redcliffe is a Director of the Company and founders of Jordan Capital Markets Inc., a Canadian registered Broker Dealer.

The Company will conduct business with Jordan Capital Markets, Inc. and recommend it to our clients in certain circumstances.

Disclosure of potential conflicts will be made to clients considering any such recommendations.

Our auditor, Grant Thornton, serves as auditor for Jordan Capital Markets Inc.

All future transactions involving the Company, its officers, affiliates and principals are expected to be on terms no less favorable to the Company than could be obtained from unaffiliated third parties.

Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

We have adopted a written code of ethics pursuant to SEC Rule 204A-1. This code contains customary policies regarding:

- A standard of business conduct that is required of each IAR which reflects our fiduciary obligations and those of our IAR(s).
- Compliance by IAR(s) with applicable federal securities laws.
- Periodic reporting by certain persons to the Company regarding their personal securities transactions and holdings.
- Reporting by IAR(s) of violations of the code of ethics promptly to our compliance officer.
- Delivery of copies of the code of ethics and any amendments to IAR(s) and acknowledgment of receipt.
- We will provide a copy of our code of ethics to any client or prospective client upon request.

Item 12. Brokerage Practices

Custodian and Brokers

We do not maintain custody of your assets that we manage or on which we advise, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account. Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. We recommend that our clients use Interactive Brokers LLC (“Interactive”) as the qualified custodian. We are independently owned and operated and are not affiliated with any qualified custodian. The custodian holds your assets in a brokerage account and will buy and sell securities when we instruct them to do so. While we recommend that you use Interactive Brokers as custodian, you will decide whether to do so and will open your account by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. Even though your account is maintained at Interactive, we can still use other brokers to execute trades for your account as described below.

How We Select Brokers

It is our intention to use a custodian and broker who will hold your assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear and settle trades
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds, etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below.

Your Brokerage and Custody Costs

For our client accounts that Interactive maintains, Interactive generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your account. Interactive Brokers commission rates are amongst the lowest in the industry. This commitment benefits you because the overall commission rates you pay are lower than they would be otherwise.

In addition to commissions, Interactive may charge you a flat dollar amount or “trade away” fee for each trade that we execute by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we expect to have Interactive execute most trades for your account. We believe that having Interactive execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above.

Products and Services Available to Us from Custodian

The Company has an arrangement with Interactive through which Interactive provides the Company with its "platform" services. The platform services include, among others, brokerage, custodial, administrative support, record keeping and related services that are intended to support intermediaries like the Company in conducting business and in serving the best interests of their clients but that may benefit the Company. The availability of these services from Interactive benefits us because we do not have to produce or purchase them.

Interactive charges brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Interactive enables us to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. Interactive Brokers commission rates are generally considered discounted from customary retail commission rates. However, the commissions and transaction fees charged by Interactive may be higher or lower than those charged by other custodians and broker-dealers.

As part of the arrangement, Interactive also makes available to the Company, at no additional charge to us, certain research and brokerage services, including research services obtained by Interactive directly from independent research companies, as selected by the Company (within specified parameters). These research and brokerage services are used by the Company to manage accounts for which we have investment discretion. Without this arrangement, we might be compelled to purchase the same or similar services at our own expense.

Interactive Brokers offers other services intended to help us manage and further develop our business. These services include:

- Educational conferences and events
- Consulting on technology, compliance and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants and insurance providers

Interactive Brokers may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Interactive may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Interactive may provide us with other benefits, such as occasional business entertainment of our personnel.

As a result of receiving such services for no additional cost, the Company may have an incentive to continue to use or expand the use of Interactive Brokers services. We examined this potential conflict of interest when we chose to enter into the relationship with Interactive and have determined that the relationship is in the best interests of the Company's clients and satisfies its client obligations, including our duty to seek best execution. You may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where we determine in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although we will seek competitive rates, to the benefit of all clients, it may not necessarily obtain the lowest possible commission rates for specific client account transactions. Although the investment research products and services that may be obtained by the Company will generally be used to service all of our clients, a brokerage commission paid by a specific client may be used to pay for research that is not used in managing that specific client's account. The Company and Interactive are not affiliates.

Item 13. Review of Accounts

Your account is reviewed at least monthly by our Chief Compliance Officer (“CCO”). You may review your account online with the custodian. The monthly review focuses primarily on positions held and valuation. The individual IAR(s) track client data to ensure your objectives are being achieved. Accounts may be reviewed more frequently upon request.

We will use software provided by our custodians to download client account activity and use it to generate written quarterly reports for our clients. We also provide our clients an annual review. The contents of the quarterly reports include:

- Quarterly Asset Allocation –actual vs. investment policy allocation
- Quarterly Performance Review – current quarter and year-to-date
- Quarterly Portfolio Statement – current positions

Quarterly reports are distributed to clients no later than 15 days after year calendar quarter end by your RIA.

Item 14. Client Referrals and Other Compensation

We receive an economic benefit from our qualified custodian, in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at the custodian. These products and services, how they benefit us, and the related conflicts of interest are described above in Item 12. The availability to us of these products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Item 15. Custody

While our custodian is primarily Interactive Brokers, the Company maintains brokerage relationships with several brokerage firms and may add more than one qualified custodian. Buy and sell orders may be placed with these firms to obtain more favorable pricing and to access a wider range of investments. The opening of client accounts must be approved by the qualified custodian. Additional broker/custodian options include;

- 1) *Jordan Capital Markets Inc.*

Under government regulations, we are deemed to have custody of your assets if, for example, you authorize us to instruct the qualified custodian to deduct our advisory fees directly from your account or if you grant us authority to move your money to another person’s account. The custodian maintains actual custody of your assets. You will receive account statements directly from the custodian at least quarterly. They will be sent to the email or postal mailing address you provided to the custodian. You should carefully review those statements promptly when you receive them. We urge you to compare the account statements to the quarterly report you will receive from us.

Item 16. Investment Discretion

The Company accepts discretionary authority to manage accounts on behalf of clients. In such situations, the Company holds a power of attorney from you to execute transactions on your behalf in accordance with your customized written investment policy. For such trades, the Company may direct the selection of the brokers and the execution of the trades. We only conduct trades with global broker-dealers which are creditworthy counterparties. Commission rates are standard market rates charged by the broker-dealers to their clients.

Pursuant to the power of attorney, you authorize the Company to take the following actions without obtaining your specific consent:

- Determine the types of securities to be bought and sold
- Determine the amount of securities to be bought and sold

- Select the broker-dealer to be used for any transactions
- Agree to commission rates to be paid

The power of attorney is revocable by you at any time.

Item 17. Voting Client Securities

The Company does not accept authority to vote client securities.

You will receive your proxies and other solicitations from the custodian or the transfer agent of the issuer and not from the Company. You may contact the Company by telephone, mail or email (see cover page for details) with questions about a particular solicitation but you are not obligated to vote in any manner suggested or implied by the Company or any of its IAR(s).

Item 18. Financial Information

Not applicable.

Item 19. Requirements for State-Registered Advisers

None

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Part 2B of Form ADV: Brochure Supplement

Supervised Person: Douglas Sereda, Suite 230, 1122 Mainland Street

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Firm Name: FIELDHOUSE CAPITAL MANAGEMENT INC. Suite 230, 1122 Mainland Street, Vancouver, BC, V6B 5L1 www.fieldhousecap.com Telephone No.: 778 373 4100 Fax: 778 373 4101

Date: February 28, 2015

Item 1. Cover Page

THIS BROCHURE SUPPLEMENT PROVIDES INFORMATION ABOUT WILLIAM DOUGLAS SEREDA THAT SUPPLEMENTS THE FIELDHOUSE CAPITAL MANAGEMENT INC. (THE "COMPANY") BROCHURE. YOU SHOULD HAVE RECEIVED A COPY OF THE BROCHURE. PLEASE CONTACT WILLIAM DOUGLAS SEREDA, AT 778.373.4100 EXT. 4126 IF YOU DID NOT RECEIVE THE COMPANY'S BROCHURE OR IF YOU HAVE ANY QUESTIONS ABOUT THE CONTENTS OF THIS SUPPLEMENT.

Additional information about William Douglas Sereda, is available on the SEC website at www.adviserinfo.sec.gov.

Item 2. Educational Background and Business Experience

William Douglas Sereda was born in 1960. He holds a Fellow of Canadian Securities Institute (FCSI) designation. He has passed the following Canadian equivalent principal/supervisory exams: CSC, Conduct and Practices, and Series 32 and is registered as a Portfolio Manager with the British Columbia Securities Commission. Additional information about the securities industry's qualifications and continuing education requirements, as well as the examinations administered by FINRA to brokers and other securities professionals can be found at: www.finra.org/Industry/Compliance/Registration/QualificationsExams/index.htm.

Mr. Sereda has served as president and CEO of the Company for more than the preceding five years.

Item 3. Disciplinary Information

None

Item 4. Other Business Activities

Mr. Sereda serves as the president and CEO of Insync Analytics Inc., a trading software intellectual property company. There is no business relationship between the Company and Insync Analytics, Inc.

Item 5 Additional Compensation

None

Item 6. Supervision

Mr. Sereda is the president of the Company and is responsible for supervising all supervised persons of the Company and monitoring the advice supervised persons provide to our clients as the CCO. He delegates a portion of this responsibility to the company's compliance, legal and accounting officers.

Item 7. Requirements for State-Registered Advisors

None